

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
SKADDEN, ARPS, SLATE, MEAGHER &
FLOM, LLP
One Rodney Square
PO Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
MCGUIREWOODS LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

- and -

Chris L. Dickerson, Esq.
SKADDEN, ARPS, SLATE, MEAGHER &
FLOM, LLP
333 West Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

Counsel to the Debtors and
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - X
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., :
:
Debtors. : Jointly Administered
- - - - - X

**ORDER UNDER BANKRUPTCY CODE SECTIONS 105(a),
327(a), 328 AND 1107 AND BANKRUPTCY RULE 2014(a)
AUTORIZING THE EMPLOYMENT AND RETENTION OF
GROOM LAW GROUP, CHARTERED AS EMPLOYEE BENEFITS COUNSEL TO
DEBTORS EFFECTIVE AS OF FEBRUARY 25, 2009**

Upon the application (the "Application")¹ of
the Debtors for an order, pursuant to Bankruptcy Code
sections 105(a), 327(a), 328 and 1107, authorizing them
to retain Groom Law Group, Chartered ("Groom") as

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

employee benefits counsel, effective as of the February 25, 2009; and the Court having reviewed the Application and the Hassel Affidavit; and due and adequate notice of the Application having been given; and it appearing that no other notice need be given; and it appearing that Groom neither holds nor represents any interest adverse to the Debtors' estates; and it appearing that Groom is "disinterested," as that term is defined in Bankruptcy Code section 101(14); and it appearing that the relief requested in the Application is in the best interests of the Debtors, their estates and their creditors; after due deliberation thereon and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED AND DECREED that:

1. The Application is GRANTED.
2. In accordance with Bankruptcy Code sections 327(a) and 328, the Debtors are authorized to employ and retain Groom effective as of February 25, 2009 as employee benefits counsel on the terms set forth in the Application.
3. Pursuant to Bankruptcy Code sections 330 and 331, the Debtors are authorized, but not directed,

to make monthly payments for postpetition compensation and reimbursement of postpetition expenses to Groom consistent with the Engagement Letter, in the full amount billed (without prejudice to the Debtors' rights to dispute any such invoices); provided, however, without further order of the Court the Debtors shall not pay any individual Groom amounts in excess of an average of \$30,000 per month for postpetition compensation during any three-month period, the first of which shall cover the period from February 25, 2009 through and including May 31, 2009.

4. Subject to confirmation of a plan of reorganization, approximately thirty days after the preceding three-month period, the Debtors shall file with this Court, and serve upon (i) Circuit City Stores, Inc., 9954 Mayland Drive, Richmond, Virginia 23233 (Attn: Michelle Mosier); (ii) Skadden, Arps, Slate, Meagher & Flom LLP, One Rodney Square, P.O. Box 636, Wilmington, Delaware 19899 (Attn: Ian Fredericks), co-counsel to the Debtors; (iii) McGuireWoods LLP, One James Center, 901 E. Cary Street, Richmond, Virginia 23219 (Attn: Douglas M. Foley), co-counsel to the

Debtors; (iv) the Office of the United States Trustee for the Eastern District of Virginia, 701 East Broad Street, Suite 4304, Richmond Virginia 23219 (Attn: Robert B. Van Arsdale); and (v) Pachulski Stang Ziehl & Jones LLP, 10100 Santa Monica Boulevard, 11th Floor, Los Angeles, California 90067-4100 (Attn: Jeff Pomerantz), counsel to the official committee of unsecured creditors (collectively, the "Notice Parties", a statement that includes the following information for Groom: (i) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by Groom during the statement period, and (ii) a general description of the services rendered by Groom.

5. In the event Groom seeks amounts during a three-month period that exceed an average of \$30,000 per month during such period, Groom shall file a quarterly fee application with the Court pursuant to the Order Pursuant to Bankruptcy Code Sections 105(a), 327, 330 and 331 Authorizing Debtors to Employ Professionals Utilized in the Ordinary Course of Business.

6. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is hereby waived.

7. This Court shall retain jurisdiction with respect to all matters arising or related to the implementation of this Order.

Dated: Richmond, Virginia
September ___, 2009

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP
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Chris L. Dickerson, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP
333 West Wacker Drive
Chicago, Illinois 60606
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/s/ Douglas M. Foley
Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
MC GUIREWOODS LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

Counsel to the Debtors
and Debtors in Possession

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

I hereby certify that proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley
Douglas M. Foley